

BESSIE COLEMAN FOUNDATION, Incorporated
BYLAWS

BYLAWS OF THE BESSIE COLEMAN FOUNDATION
As of December 19, 2007

A non-profit foundation organized under the laws of the District of Columbia.

ARTICLE I – NAME OF FOUNDATION AND MOTTO

The name of the Foundation is the Bessie Coleman Foundation, Inc.
The motto of the Foundation shall be “Continuing the Legacy of Bessie Coleman”.

ARTICLE II – MISSION AND PURPOSE OF THE FOUNDATION

Section 1: Mission - The mission of the foundation shall be:

- (a) To work in partnership with honesty and integrity to enlighten the world about the accomplishments of Bessie Coleman;
- (b) To work with world-wide educational institutions in supporting the aspirations of youth who choose careers in the aviation and aerospace industry;
- (c) To assist individuals in gaining access to available resources for advancement in the diverse aerospace industry;
- (d) To prepare aviation enthusiasts for exciting challenges in aerospace careers;
- (e) To honor, celebrate and archive aerospace achievements to include women of color and minorities in the aerospace industry.

Section 2: Purpose - The purpose of this Foundation shall be:

“To be a major participant in promoting aviation, aerospace, and the legacy of Bessie Coleman so that all interested individuals may realize their full potential.”

ARTICLE III – MEMBERSHIP

Section 1: Qualifications. - Membership shall be available to all individuals, foundations, financial institutions, companies and organizations who are involved in or interested in the field of aviation and aerospace and/or continuing the legacy of Bessie Coleman. Membership may be granted to any of the above whose honest intent is to ensure the success of the Foundation’s mission, purpose and objectives and who pays the annual dues as set by the Board of Directors.

Section 2: Classes. - There shall be four (4) classes of membership: Regular, Student, Corporate, and Honorary.

- (a) Regular membership - shall be extended to those individuals wishing to participate fully in the Foundation. Regular members have full voting privileges and may serve on the Board of Directors.
- (b) Student membership - shall be extended to those individuals attending school or college full-time. Student members have full voting privileges and may serve as

committee chair. Student members are not eligible to serve on the Board of Directors.

- (c) Corporate membership - shall be extended to a foundation, organization or business wishing to support the mission and purpose of the Foundation. Each Corporate member may appoint one person to serve as a regular member.
- (d) Honorary membership - shall be bestowed by the Board of Directors on any person having rendered distinguished service on behalf of the Foundation and is not a current Regular member. Honorary memberships shall be bestowed for one year. Honorary members shall have the same privileges as Regular members.

Section 3: Power and Meeting of Membership – The membership nominates and elects via vote for all officers and all members of the Board of Directors. Membership is invited to bring suggestions to the Board of Directors for consideration. A membership meeting shall be held annually in the month of August at a place and time determined by the Board of Directors. This meeting will allow membership an opportunity to provide input and feedback for the Board of Directors.

Section 4: Revocation of Membership. - The Board of Directors, by a majority vote present at a constituted meeting called for that purpose may suspend, expel or terminate the membership of a member whenever in the Board’s judgment the best interests of the Foundation will be served thereby. The Board of Directors shall advise said member in writing at least 4 weeks prior to the meeting why the revocation is being considered. Member shall be given an opportunity to speak to the Board prior to the vote. The Board shall advise said member in writing of the results within ten days.

ARTICLE IV – OFFICERS

Section 1: Offices and qualifications. - The Officers of the Foundation shall be members of the Executive Committee. The officers of the Foundation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer. One person may hold any two of said offices (except the same person shall not be both President and Vice President, President and Secretary, or President and Treasurer) but no such officer shall execute, acknowledge or verify any instruments in more than one capacity if such instrument is required by law or by these Bylaws or by resolution of the Board of Directors to be executed acknowledged or verified by any two or more officers. The officers of the Foundation shall be natural persons of the age of 18 years or older.

Section 2: Election and Term. - The Officers of the Foundation shall be elected for a two year term by the members of the Foundation. Election shall be by ballot, and a majority of the votes cast shall be necessary to elect. Each office shall hold office until such officer’s successor has been dully elected and qualified, or until such officer’s death, resignation, or removal in the manner herein provided. No person can serve more than two consecutive terms in the same office.

Section 3: The President. - The President shall be the Chief Executive Officer of the Foundation and shall exercise detailed supervision over the business of the Foundation and over its several officers, subject however to the control of the Board of Directors. The President shall perform all duties as from time to time may be assigned to the President by the Board of Directors. The President is to attend all meetings and shall:

- (a) Be an ex-officio (non-voting) member of the Board of Directors.
- (b) Preside over all meetings except the Board of Directors Meetings and Committee meetings.
- (c) Work as a partner with all officers who serve on the Executive Committee.
- (d) Ensure open and honest communication with the Board of Directors.
- (e) Represent BCF and attend all high level Board Meetings of other organizations, foundations or business entities with the Chairperson of the Board.
- (f) Ensure that all minutes of the Executive Committee Meetings, Financial Reports and all other pertinent correspondence are forwarded to all members of the Board of Directors.
- (g) Conduct business in accordance with the following order which is not limited to:
Call to Order
Reading and Approval of Annual Reports/Resolutions/Minutes
Unfinished Business
Reports: Chairperson of the Board/President/Treasurer/Committee
New Business
Adjournment
- (h) The President with the approval of a majority of the Board of Directors at a duly called meeting, shall execute all deeds, conveyances, deeds of trust, bonds and other contracts under the seal of the Foundation except where otherwise permitted by law and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Foundation.
- (i) The President shall be one of the (two out of three required) official signatures on the bank accounts of the Foundation.

Section 4: Vice Presidents - Vice Presidents shall perform such duties as are given to Vice President by these Bylaws or assigned by the President and shall:

- (a) Perform all the duties of the President in case of the disability or absence of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President.
- (b) Shall attend all Executive Committee and Annual meetings.

Section 5: The Secretary - The Secretary shall:

- (a) Keep or cause to be kept correct and complete minutes of the proceedings of the Executive Committee and Annual Meetings.
- (b) Keep or cause to be kept the seal of the Foundation.
- (c) Affix the seal to all documents requiring such seal.
- (d) Give all notices required by law and these bylaws.
- (e) Execute with the President or the Vice President documents requiring attestation and certification by the Foundation's Secretary.

- (f) Perform all duties incident to the office of Secretary and such other duties as may be assigned to the Secretary by the President.
- (g) The Secretary is to attend all Executive Committee and Annual Meetings.

Section 6: The Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds, securities and bank statements of the Foundation.
- (b) Receive and give receipts for monies due and payable to the Foundation from any source whatsoever.
- (c) Keep or cause to be kept correct and complete books and records of account.
- (d) Render financial statements upon request by the Board of Directors and/or President.
- (e) Have charge of, and be responsible for, the preparation and filing of tax returns and reports required by law, and the collection and payment of taxes such as withhold taxes, sales and use taxes, and any other taxes for which the Foundation may be responsible.
- (f) Perform all duties incident to the office of Treasurer and such other duties as may be assigned to the Treasurer. The Treasurer may be required to give a bond for the faithful performance of such Treasurer's Duties in such sum and with such surety as may be determined by the Board of Directors.
- (g) The Treasurer is a member of the Budget and Finance committee.
- (h) The Treasurer shall be one of the (two out of three required) official signatures on the bank accounts of the Foundation.
- (i) The Treasurer is to attend all Executive Committee and Annual Meetings.

Section 7: Removal. - The officers specifically designated in this Article may be removed by the vote of a majority of the Board at a meeting called for that purpose whenever in the Board's judgment the best interests of the Foundation will be served thereby. Reason for removal include, but is not limited to missing 3 consecutive Executive Committee meetings.

Section 8: Resignation. - Any officer may resign at any time by giving written notice to the Board of Directors and the President. Any such resignation shall not take effect until all BCF documents/supplies have been surrendered, all required signatory modifications have been completed and all pertinent BCF business has been properly coordinated. If all Foundation's property is not returned within 30 days, the Board of Directors shall take legal action.

Section 9: Vacancies. - A vacancy occurring in any office because of death, resignation, removal, disqualification, or any other cause shall be filled for the unexpired portion of the term of office by the Board of Directors.

Section 10: Compensation of Officers. Officers may be compensated for travel expenses to and from Executive and Annual meetings or for other Foundation business as appropriate.

ARTICLE V - BOARD OF DIRECTORS

Section 1: Number, Election and Terms. - The Board of Directors shall consist of not less than three (3) nor more than ten (10) individuals (non-officer) serving as and referred to as directors and the President as an ex-officio member (non-voting). The number of directors may be increased or decreased at any time by a majority vote of regular members, except that no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. The individual members of Board of Directors shall be elected for two year terms by the majority vote of the membership.

Section 2: Qualifications. - Directors shall be natural persons of the age of 18 years or older with current, regular membership standing in the Foundation.

Section 3: Board Positions. - Upon elections of the Board, the Directors shall vote and designate a Chairperson of the Board, Vice Chair, Parliamentarian, Public Relations Representative and Historian.

- (a) The Chairperson of the Board shall:
 - (1) Preside over Board of Directors Meetings;
 - (2) Work as a partner with other Directors;
 - (3) Ensure communication and direction with the President.
 - (4) Attend with the President, high level Board Meetings of other organizations, foundations or business entities as Representative of BCF.
 - (5) Ensure that all minutes of the Board Meetings are recorded and issued to all members of the Board including the President.
 - (6) Be one of the (two out of three required) official signatures on the bank accounts of the Foundation.
 - (7) Ensure that a written Standard Operating Procedure is kept and followed.

- (b) The Vice Chair shall:
 - (1) Assist the Chairperson in carrying out the business of the Board of Directors.
 - (2) Work as a partner with the chairperson and will all Directors.
 - (3) In the absence of the Chairperson, the Vice Chair shall assume the duties of the Chair.

- (c) The Parliamentarian shall:
 - (1) Advise the Board of Directors, Officers and Foundation members on matters of correct parliamentary procedures according to the Foundations Articles of Incorporation, Bylaws and Roberts Rules of Order and laws as required.
 - (2) Administer parliamentary rulings and opinions as required.
 - (3) Have final say on all Parliamentarian rulings and opinions.

- (d) The Public Affairs Ambassador shall:
 - (1) Serve as Chairperson of the Public Relations Committee.
 - (2) Write all press releases for approval by the Board of Directors.
 - (3) Represent the Foundation on all Public Relations issues as described by the Board.
 - (4) Publicize the Foundation and promote activities that build and maintain a positive image of BCF.

- (e) The Historian shall:
 - (1) Serve as Chairperson of the Archives Committee.
 - (2) Compile, chronicle and maintain the Foundation's history.
 - (3) Be responsible for the Annual Historical BCF Report at the Annual Meeting.
 - (4) Represent the Foundation on historical issues as described by the Board in accordance with the BCF mission and purpose.

Section 4: Duties and Responsibilities. The Board of Directors shall be responsible for ensuring the financial and public integrity of the Foundation. They raise funds, promote events, manage the property, interests, business, and staffing of the Foundation, including reviewing the minutes and reports of the President, Secretary and Treasurer, auditing all bills and accounts against the Foundation, fixing or delegating authority to fix the compensation of the officers and employees of the Foundation, and managing the assets of the Foundation. The Board may direct any officer or officers of the Foundation to conduct the ordinary business and affairs of the Foundation. The Board may, from time to time, employ such person as the Board may deem necessary for the carrying on of the business and affairs of the Foundation, any of whom may also be officers or Director of the Foundation.

A Director shall perform the duties of the board, including the duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of the Foundation, and with such duty of care and duty of loyalty as an ordinarily prudent person in a like position would use under similar circumstances. In performing such duties, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by person and groups listed in paragraphs (a), (b), and (c) below, but such Director shall not be considered to be acting in good faith if such Director has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A Director who reasonably performs said duties shall not have any liability by reason of being or having been a Director of the Foundation. Those persons and groups on whose information opinions, reports, and statements a Director is entitled to rely are:

- (a) One or more officers or employees of the Foundation whom the Director reasonably believes to be reliable and competent in the matters presented;
- (b) Counsel, public accountants, or other persons as to matters which the Director reasonably believes to be within such persons' professional or expert competence; or
- (c) A committee of the Board upon which the Director does not serve, duly designated in accordance with a provision of the Articles of Foundation or the Bylaws as to matters

within its designated authority, which committee the Director reasonably believes to merit confidence.

Section 5: Compensation of Directors. Directors who are not otherwise compensated by the Foundation as officers or employees may be compensated for travel expenses to and from meetings of the Board of Directors or for other Foundation business as appropriate.

Section 6: Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors through less than a quorum of the Board of Directors. A Director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of such Director's predecessor in office.

Section 7: Removal of Directors. The entire Board of Directors or lesser number may be removed by the vote of a majority of the whole Board of Directors at a meeting of the Board called for that purpose whenever in the Board's judgment the best interests of the Foundation will be served thereby. Reason for removal include, but is not limited to missing 3 consecutive Board of Director's meetings.

Section 8: Resignation. Any Director may resign at any time by giving written notice to the Board of Directors of the Foundation. Any such resignation shall not take effect until all BCF documents/supplies have been surrendered, all required signatory modifications have been completed and all pertinent BCF business has been properly coordinated. If all Foundation's property is not returned within 30 days, the Board of Directors shall take legal action.

ARTICLE VI – COMMITTEES

Section 1: Executive Committee. - The elected officers of the Foundation shall constitute the Executive Committee. The executive Committee shall have general supervision of the affairs of the Foundation between Board of Director's meetings, fix the hour and place of meeting to coordinate recommendations to the Board, and shall perform such other duties as specified in bylaws. The Committee shall be subject to the orders of the Board of Directors and its acts shall not conflict with action taken by the Board. Meetings of the Executive Committee may be called by the President or called upon by the written request of three members of the Executive Committee. The President shall forward Agenda and Minutes of the Executive Committee Meeting to the Board of Directors within seven days of any Executive Committee meeting.

Section 2: Standing Committees: The standing committees may be Budget and Finance, Membership, Fundraising, Public Relations, Bylaws, Education, Archives, Nominating and Convention/Conference Planning. The committees may consist of Foundation members and non-members, however the committee chair must be a member. The President of the Foundation is an ex-officio (non-voting) member of each committee. The Treasurer is a member of the Budget and Finance Committee. The Public Affairs Ambassador is chair of the Public Relations committee. The Historian is the Chair of the Archives Committee.

Section 3: Ad Hoc Committees. Special committee (ad hoc) shall be created by the President and/or Board according to need and approval by the executive board.

Section 4: Committee Chair Terms – Committee chairs shall serve for a 2 year term or for a term as determined by the President and/or Board.

Section 5: Exceptions. The Board of Directors, by resolution adopted by a majority of the whole Board of Directors, may designate from among the Directors on executive or other committees, each of which, to the extent provided in the resolution or in the Articles of Incorporation or these Bylaws shall have all of the authority of the Board of Directors, except that no such committee shall have the authority to (i) fill vacancies on the Board of Directors or any committee thereof; (ii) amend these Bylaws; (iii) authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Foundation; (iv) amend, alter, or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

ARTICLE VII – MEETINGS

Section 1: Board Quorum, Manner of Acting and Meetings. A majority of the number of Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors.

- (a) Except as otherwise required by law, by the Articles of Incorporation, or by these bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present, shall be the act of the Board of Directors, unless a greater number is required by the District of Columbia Non-profit Foundation Act the Articles of Incorporation or these Bylaws.
- (b) A Director who is not present at a meeting of the Board of Directors at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless the Director dissent is entered in the minutes of the meeting prior to the time the minutes are approved at the next regularly scheduled meeting of the Board. Such right to dissent shall not apply to a Board Member who voted in favor of such action.
- (c) Meetings of the Board of Directors will be at least quarterly. The place/venue and time of same will be determined by the Board of Directors. In the event of a lack of a quorum, the meeting will be postponed to the following month. A written notice of each meeting shall be mailed to all members at least four (4) days in advance of such meeting. Meeting notices and agenda may be sent via electronic mail service. The Board Chairperson shall preside and conduct the normal operating business of the Foundation with the following order:
 - Call to Order
 - Reading and Approval of the Minutes
 - Unfinished Business

Reports
New Business
Adjournment

Section 2: Executive Committee Meetings. - The executive committee shall meet at least quarterly. The Meetings of the Executive Committee will be held directly after the Board of Directors meeting. The agenda, place/venue and time of same will be determined by the President and may be sent via electronic mail. The President shall preside and conduct the normal operating business of the Foundation with the following order:

Call to Order
Reading and Approval of the Minutes
Unfinished Business
Officer Reports
New Business
Adjournment

Section 3: Annual Meetings. The annual meeting of the Board of Directors and Foundation Members shall be held in the month of August of each year. The place and time will be determined by the Board of Directors. A written notice of meeting shall be mailed to all members at least six (6) weeks in advance. The Board of Directors will prepare and approve of the agenda for the annual meeting. The President will preside and conduct business based on that agenda.

Section 4: Special Meetings. Special meetings may be called by the President whenever in the judgment of that person such meetings are necessary or when requested in writing by majority of the Board of Directors.

Section 5: Waiver of Notice and Approval of Action. Attendance of a Director at a meeting constitutes a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not properly called or convened. Notice may be expressly waived by a writing executed and filled with the records of the meeting whether before or after the holding thereof. No notice need be given of any adjourned meeting of the Board of Directors.

As to any Director who shall sign the minutes of any special or regular directors meeting, such meeting shall be deemed to have been legally and duly called, noticed, held and conducted and the signature of any Director to the minutes of a meeting shall for all purposes and as to all persons be held to be an approval of the action thereto.

Section 6: Meetings by Conference, Telephone or Similar Communications Equipment. Members of the Board or any committee designated by the Board may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at a meeting.

Section 7: Action by Directors Without a Meeting. Any action required by the Board of Directors Non-profit Foundation Act to be taken at a meeting of the Board of Directors or directors committee of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the Directors as the case may be.

ARTICLE VIII – DISSOLUTION

Section 1: Dissolution of Foundation - The Foundation may dissolve and wind up the affairs in the manner provided by the District of Columbia Non-profit Foundations Act, but such resolution, the assets of the Foundation shall be applied and distributed as follows:

- (a) All liabilities and obligations of the Foundation shall be paid and discharged, or adequate provisions shall be made therefore.
- (b) Assets held by the Foundation on condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirement.
- (c) The remaining assets held by the Foundation shall be distributed pursuant to a plan of distribution adopted as provided by the District of Columbia Non-profit Foundation Act, unless otherwise provided by law, to one or more domestic or foreign foundations, societies, or foundations engaged in activities similar to those of the Foundation for one or more exempt purposes, or to the federal government, or to a District of Columbia government for a public purpose, or be distributed by a court to another foundation to be used in such manner as in the judgment of the court will best accomplish the general purposes for which this Foundation was organized.

ARTICLE IX – INDEMNIFICATION

Section 1: Indemnification of Directors- The Foundation may indemnify an individual made a party to a proceeding because the individual is or was a director of the Corporation, if the individual:

- (a) Conducted himself or herself in good faith; and
- (b) Reasonably believed;(i) in the case of conduct in his or her official capacity with the Foundation, that his or her conduct was in the Foundation's best interest; and (ii) in all other cases, that his or her conduct was at least not opposed to the Foundation's best interests; and
- (c) In the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Indemnification permitted under this Section in connection with a proceeding shall be limited to reasonable expenses and fees incurred in connection with the proceeding.

ARTICLE X – LIABILITY INSURANCE

The Foundation may purchase and maintain Board of Director’s liability insurance.

ARTICLE XI – AMENDMENTS

Any and all provisions of the Bylaws may be altered, amended, repealed or added to at any annual or special meeting of the Board of Directors called for that purpose.

ARTICLE XII – MISCELLANEOUS PROVISIONS

Section 1: The provisions of the District of Columbia Non-profit Act shall apply to this Foundation.

Section 2: Corporate Seal. The seal of the Foundation shall consist of two concentric circles between which shall be the name of the Foundation and the dictum “Continuing the Legacy of Bessie Coleman” and in the center of which shall be inscribed the word “Seal,” which seal, as impressed on the margin hereof, is hereby adopted as the seal of the Foundation.

Section 3: Accounting Period. The annual accounting period for the Foundation shall end December 31 of each year.

Section 4: Parliamentary Authority. In all instances when they are applicable and not inconsistent with these Bylaws and any other special rules the foundation shall adopt the rules contained in the current section of Robert’s Rules of Order.

Last changes made to these bylaws are derived from majority approval of December 02, 2008.